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**UNITED STATES BANKRUPTCY COURT**

**DISTRICT OF NEVADA**

In re

MARTIFER AURORA SOLAR, LLC, a  
Nevada limited liability company,

- ☐ Affects Martifer Aurora Solar, LLC  
☐ Affects Martifer Solar USA, Inc.  
☒ Affects all Debtors

Case Nos. BK-S-14-10355-abl  
and BK-S-14-10357-abl

Jointly Administered under  
Case No. BK-S-14-10355-abl

Chapter 11

**AMENDED STIPULATION BETWEEN  
THE DEBTORS, MARTIFER SOLAR  
INC., CATHAY BANK, THE OFFICIAL  
COMMITTEE OF UNSECURED  
CREDITORS AND THE OFFICE OF  
THE UNITED STATES TRUSTEE**

Hearing Date: April 3, 2014  
Time: 9:30 a.m.

Martifer Aurora Solar, LLC and Martifer Solar USA, Inc., the above-captioned debtors (collectively, the “**Debtors**”), Martifer Solar Inc. (the “**Parent**”), Cathay Bank (“**Cathay**”), the Official Committee of Unsecured Creditors (the “**Committee**”) and the Office of the United States Trustee (“**UST**”) by and through respective counsel of record, hereby stipulate and agree as follows:

WHEREAS, on January 21, 2014 (the “**Petition Date**”), the Debtors commenced these bankruptcy cases by each filing a voluntary petition under Chapter 11 of the United States

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1 Bankruptcy and Provide Adequate Protection; (II) Granting Related Relief; and (III) Scheduling  
2 Final Hearing [Docket No. 24] (the “**Cash Collateral Motion**”);

3 WHEREAS, on February 4, 2014, the Debtors filed their *Amended Motion for Authority to*  
4 *Obtain Credit Under Section 364(b), Rule 4001(c) or (d) Motion for Order Pursuant to 11 U.S.C. §*  
5 *364 and Fed. R. Bankr. P. 4001(c): (I) Authorizing Debtors to Obtain Postpetition Financing; (II)*  
6 *Granting Related Relief; and (III) Scheduling Final Hearing* [Docket No. 85] (the “**Second DIP**  
7 **Financing Motion**”);

8 WHEREAS, on February 5, 2014, the Court entered an interim order on the Cash Collateral  
9 Motion [Docket No. 107] (the “**Interim Cash Collateral Order**”), setting a final hearing for March  
10 10, 2014, at 9:30 a.m.;

11 WHEREAS, on February 14, 2014, the United States Trustee appointed the Committee  
12 [Docket No. 177], and on February 28, 2014, the Committee retained counsel;

13 WHEREAS, on February 18, 2014, the Court entered an amended interim order on the Cash  
14 Collateral Motion [Docket No. 187] (the “**Amended Interim Cash Collateral Order**”), setting a  
15 final hearing for March 10, 2014, at 9:30 a.m.;

16 WHEREAS, on February 25, 2014, the Court entered an interim order on the Second DIP  
17 Financing Motion [Docket No. 231] (the “**Interim DIP Order**”), setting a final hearing for March  
18 10, 2014;

19 WHEREAS, on March 5, 2014, Cathay filed *Secured Creditor Cathay Bank's Motion for an*  
20 *Order Directing the Appointment of a Chapter 11 Trustee in these Bankruptcy Cases Pursuant to 11*  
21 *U.S.C. Section 1104(a) or, Alternatively, Converting or Dismissing these Bankruptcy Cases to*  
22 *Cases Under Chapter 7 of the Bankruptcy Code Pursuant to 11 U.S.C. Section 1112(b)* [filed under  
23 seal] and requested a hearing on shortened time;

24 WHEREAS, on March 7, 2014, Debtors, the Parent, Cathay and the Committee filed a  
25 *Stipulation Continuing Pending Settlement Discussions* [Docket No. 323];

26 WHEREAS, on March 7, 2014, the Court entered its *Order Approving the Stipulation*  
27 *Continuing Hearings Pending Settlement Discussions* [Docket No. 327] (“**Continuance Order**”)  
28 which, among other things, continued the final hearings on the Cash Collateral Motion and Second

1 Amended DIP Financing Motions to March 20, 2014 at 1:30 p.m. and extended the terms of the  
2 Amended Interim Cash Collateral Order and the Interim DIP Order through such date;

3 WHEREAS, on March 11, 2014, the Court entered an *Order Shortening Time to Hear*  
4 *Secured Creditor Cathay Bank's Motion for an Order Directing the Appointment of a Chapter 11*  
5 *Trustee in these Bankruptcy Cases Pursuant to 11 U.S.C. Section 1104(a) or, Alternatively,*  
6 *Converting or Dismissing these Bankruptcy Cases to Cases Under Chapter 7 of the Bankruptcy*  
7 *Code Pursuant to 11 U.S.C. Section 1112(b)* [Docket No. 364] (the “**Trustee Motion**”) setting the  
8 hearing for March 20, 2014 at 1:30 p.m.;

9 WHEREAS, on March 12, 2014, Debtors, the Parent, Cathay, the UST and the Committee  
10 filed a *Stipulation* continuing pending settlement discussions [Docket No. 378];

11 WHEREAS, on March 13, 2014, the Court entered its *Order Approving the Stipulation*  
12 [Docket No. 388] (“**Second Continuance Order**”) which, among other things, continued the final  
13 hearings on the Cash Collateral Motion, Second Amended DIP Financing Motions and the Trustee  
14 Motion to April 3, 2014 at 9:30 a.m., and extended the terms of the Amended Interim Cash  
15 Collateral Order and the Interim DIP Order through such date;

16 WHEREAS, the Debtors, Parent and Cathay are currently negotiating the terms of a global  
17 settlement (the “**Cathay Settlement**”) resolving Cathay’s claims against the Debtors and Parent;

18 WHEREAS, all parties acknowledge the administrative burden of proceeding to trial on the  
19 Cash Collateral, Second Amended DIP Financing Motion and the Trustee Motion and in an effort to  
20 save estate resources while negotiating the Cathay Settlement, the parties enter into this Stipulation;

21 WHEREAS, on March 21, 2014, the parties filed a Stipulation Between The Debtors,  
22 Martifer Solar Inc., Cathay Bank, The Official Committee Of Unsecured Creditors And The Office  
23 Of The United States Trustee (i) to extend the final hearing on the Cash Collateral Motion shall be  
24 continued from April 3, 2014, at 9:30 a.m. to April 14, 2014, at 9:30 a.m., or such other date and  
25 time as this Court may permit and that the term of the Amended Interim Cash Collateral Order shall  
26 be extended through the date of the continued final hearing on the Cash Collateral Motion; (ii) that  
27 the final hearing on the Second DIP Financing Motion shall be continued from April 3, 2014, at  
28 9:30 a.m. to April 14, 2014, at 9:30 a.m., or such other date and time as this Court may permit and

1 that the term of the Interim DIP Order shall be extended through the date of the continued final  
2 hearing on the Second DIP Financing Motion; (iii) that the final hearing on the Trustee Motion shall  
3 be continued from April 3, 2014, at 9:30 a.m. to April 14, 2014, at 9:30 a.m., or such other date and  
4 time as this Court may permit, and ;

5 WHEREAS, on March 24, 2014, the Court entered an Order Approving Stipulation Between  
6 The Debtors, Martifer Solar Inc., Cathay Bank, The Official Committee Of Unsecured Creditors  
7 And The Office Of The United States Trustee [DE 503] with respect to the foregoing and ordering  
8 (i) that the objection deadline to the Trustee Motion is extended to April 3, 2014 and that Cathay's  
9 reply to objections, if any is extended to April 11, 2014 and (ii) that the Committee's objection  
10 deadline to the DIP Financing Motion is extended to April 9, 2014 and that Debtor's reply to  
11 objections, if any is extended to April 11, 2014.

12 WHEREAS, on March 27, 2014, Cathay Bank agreed to further extend Debtors' deadline to  
13 respond to the Trustee Motion to April 8, 2014; and

14 NOW THEREFORE, the Debtors, Parent, Cathay, the Committee and the UST hereby  
15 stipulate and agree to the following:

16 IT IS FURTHER STIPULATED AND AGREED that the objection deadline to the Trustee  
17 Motion is extended to April 8, 2014; and

18 IT IS FURTHER STIPULATED AND AGREED that all parties' rights are hereby reserved;  
19 and

20 IT IS FURTHER STIPULATED AND AGREED that all other terms of the Continuance  
21 Order shall remain in effect.

22 Dated this 1st day of April, 2014.

Prepared and Respectfully Submitted by:

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By /s/Brett Axelrod

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**OFFICE OF THE UNITED STATES  
TRUSTEE**

By /s/J. Michal Bloom

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Tracy Hope Davis

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